

8-074A045

No.

MAR 14 1988

Date .....

Fee \$ 13.00

WILMER, CUTLER & PICKERING

2445 M STREET, N. W.

WASHINGTON, D. C. 20037-1420

INTERNATIONAL TELEX: 440 239 WCPI

TELEX: 89-2402 WICRING

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ICC Washington, D. C.

EUROPEAN OFFICE

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ALLEN H. HARRISON, JR.

DIRECT LINE (202)

663-6093

MAR 14 1988 2 20 PM

INTERSTATE COMMERCE COMMISSION

\$13.00 filing fee

Dear Ms. McGee:

On behalf of CIS Capital Equipment Fund, Ltd.2, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, two executed counterparts of a Memorandum of Lease, dated March 10, 1988, a primary document, not previously recorded.

The parties to the enclosed document are:

CIS Capital Equipment Fund, Ltd.2 - Lessor  
909 Montgomery Street  
San Francisco, California 94133

The New York Susquehanna & Western Railway Corporation  
- Lessee  
One Railroad Avenue  
Cooperstown, New York 13326

The said document covers the leasing from Lessor to Lessee of two (2) Model F 45 and twelve (12) Model SD 45 locomotives identified in Appendix A thereto.

The equipment covered by the Memorandum of Lease is described in Appendix A thereto, a copy attached hereto.

A short summary to appear in the Index is as follows:

"Lease of 14 NYSW locomotives"

Enclosed is our check in the amount of thirteen dollars (\$13) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped copy of the document not required for filing purposes, together with the fee receipt, the letter from the ICC

This is a New Number

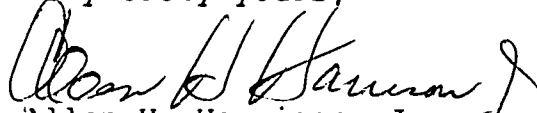
At present mark 44 Harrison

100 OFFICE OF  
MAR 14 2 27 PM '88  
MOTOR OPERATING UNIT

- 2 -

acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Allen H. Harrison, Jr.", written in a cursive style.

Allen H. Harrison, Jr.  
Attorney for CIS Capital  
Equipment Fund, Ltd.2 for  
the purpose of this filing

Honorable Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Enclosures

AHH/iw

BY HAND

Appendix A

<u>Quantity</u>	<u>Manufacturer</u>	<u>Description</u>	<u>NYS&amp;W Road Number (Present)</u>	<u>NYS&amp;W Road Number (Former)</u>
1	GM-EMD	Model SD-45 Locomotive	3622	6509
1	GM-EMD	Model SD-45 Locomotive	6361	6514
1	GM-EMD	Model SD-45 Locomotive	6525	
1	GM-EMD	Model SD-45 Locomotive	6521	
1	GM-EMD	Model SD-45 Locomotive	6500	
1	GM-EMD	Model SD-45 Locomotive	3620	6503
1	GM-EMD	Model SD-45 Locomotive	6513	
1	GM-EMD	Model SD-45 Locomotive	6515	
1	GM-EMD	Model SD-45 Locomotive	6542	
1	GM-EMD	Model SD-45 Locomotive	3614	6364
1	GM-EMD	Model SD-45	3612	6362
1	GM-EMD	Model SD-45 Locomotive	6366	
1	GM-EMD	Model F-45 Locomotive	3636	6640
1	GM-EMD	Model F-45 Locomotive	3638	6370

# Interstate Commerce Commission

Washington, D.C. 20423

3/14/88

OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.  
Wilmer ,Cutler & Pickering  
2445 M. St. N.W.  
Washington, D.C. 20037

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/14/88 at 2:30pm , and assigned recordation number(s). 15535. 15070-A, 15177-A, 14371-B, 13726-G, 13826-F 13726-E

Sincerely yours,

*Nanta L. McEneaney*

Secretary

Enclosure(s)

MEMORANDUM OF LEASE

1 5535  
RECORDATION NO. \_\_\_\_\_ FILED 1425

MAR 14 1988-2 20 PM  
INTERSTATE COMMERCE COMMISSION

On the date hereof, the parties hereto entered into that certain Master Lease Agreement, dated as March 10, 1988, by and between CIS Capital Equipment Fund, Ltd. 2, as lessor, and The New York, Susquehanna and Western Railway Corporation, as lessee, and the related Equipment Lease Schedule, of even date therewith, covering the equipment described in Appendix A hereto.

Executed this 10<sup>th</sup> day of March, 1988.

CIS CAPITAL EQUIPMENT FUND, LTD. 2,  
a California limited partnership

By: CIS Investor Partnership, a Florida  
general partnership, its general  
partner

By: CIS Equipment Management  
Corporation, a Delaware  
corporation, its general  
partner

BY: 

NAME: Stephen C. Breneman

TITLE: President

THE NEW YORK, SUSQUEHANNA  
AND WESTERN RAILWAY  
CORPORATION

BY: \_\_\_\_\_

NAME: \_\_\_\_\_

TITLE: \_\_\_\_\_

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a California limited partnership

By: CIS Investor Partnership, a Florida  
general partnership, its general  
partner


By: CIS Equipment Management  
Corporation, a Delaware  
corporation, its general  
partner

BY: \_\_\_\_\_

NAME: \_\_\_\_\_

TITLE: \_\_\_\_\_

THE NEW YORK, SUSQUEHANNA  
AND WESTERN RAILWAY  
CORPORATION

BY:  \_\_\_\_\_

NAME: C. David Soule

TITLE: Executive Vice President

State of California )  
 ) SS.  
County of San )  
 Francisco

BEFORE ME, the undersigned notary, on this day personally appeared Stephen Bieneman, to me personally known who, being by me duly sworn, says that he/she is a President of CIS Equipment Management Corporation, a General Partner of CIS Capital Equipment Fund, Ltd. 2 ("Lessor"), that the above Memorandum of Lease was signed on behalf of the Lessor by authority of the Board of Directors of such General Partner and it acknowledged that the execution of the foregoing Memorandum of Lease was the free act and deed of the said Lessor.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this

10<sup>th</sup> day of March, 1988.

[SEAL]



Lisa Marie Hough  
NOTARY PUBLIC

My Commission Expires:

10-5-90

State of New York )  
County of Otsego ) SS.

BEFORE ME, the undersigned notary, on this day personally appeared C. David Soule, to me personally known who, being by me duly sworn, says that he/she is ~~x~~ Executive VP of The New York, Susquehanna and Western Railway Corporation ("Lessee"), that the above Memorandum of Lease was signed on behalf of the Lessee by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing Memorandum of Lease was the free act and deed of the said Lessee.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this

10<sup>th</sup> day of March, 1988.

[SEAL]

Kathy S. Perry  
NOTARY PUBLIC

**My Commission Expires:**

4.30.88

**KATHY S. PERRY**  
Notary Public, State of New York  
No. 4765617  
Qualified in Otsego County  
Commission Expires 4-30-88



Appendix A

<u>Quantity</u>	<u>Manufacturer</u>	<u>Description</u>	<u>NYS&amp;W Road Number (Present)</u>	<u>NYS&amp;W Road Number (Former)</u>
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